

Company No: 2468305

THE COMPANIES ACT 1985
RESOLUTION
OF
ABBEY NATIONAL INDEPENDENT INVESTMENTS

Passed 18 November 2005

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at short notice at Abbey National House, 2 Triton Square, Regent's Place, London NW1 3AN on 18 November 2005 at 10.10 a.m. the following resolutions were passed:

SPECIAL RESOLUTIONS

1. THAT the Company be re-registered from an unlimited company with a share capital to a company limited by shares having an authorised share capital of £186,000 divided into 186,000 shares of £1 each and that the memorandum of association of the Company be thereupon altered as follows:
 - (a) so that it states that the Company's name is "Abbey National Independent Investments Limited"
 - (b) by adding thereto the following additional clauses to be numbered 4 and 5 respectively:
 4. The liability of the members is limited.
 5. The Company's share capital is £186,000 divided into shares of £1 each.
2. THAT the regulations set out in the printed document marked "A" submitted to the Meeting and, for the purpose of identification, initialled by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.



Shaun Coles
For and on behalf of Abbey National Secretariat Services Limited
Company Secretary

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COMPANIES HOUSE 18/11/2005